

Studio Movie Holdings, LLC, et al.
Case No. 20-32633-11-SGJ

GENERAL NOTES PERTAINING TO SCHEDULES AND SOFAs

On October 23, 2020 (the “Petition Date”), Studio Movie Grill Holdings, LLC and its subsidiaries and related entities, as debtors and debtors in possession (the “Debtors”), filed voluntary petitions for relief under Chapter 11 of the Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”). The Chapter 11 cases are jointly administered under Case No. 20-32633-11-SGJ (the “Chapter 11 Cases”).

With the assistance of their proposed advisors, the Debtors’ management prepared the Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (the “SOFAs”) and together with the Schedules, the “Schedules and SOFAs”) pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules and SOFAs are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”), and they are they not intended to be fully reconciled to the financial statements. Although the Debtors’ management has made every reasonable effort to ensure that the Schedules and SOFAs are accurate and complete based on information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and SOFAs, and inadvertent errors or omissions may have occurred. Subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules and SOFAs. Accordingly, the Schedules and SOFAs remain subject to further review and verification by the Debtors. The Debtors reserve their right to amend the Schedules and SOFAs from time-to-time as may be necessary or appropriate. These general notes regarding the Debtors’ Schedules and SOFAs (the “General Notes”) comprise an integral part of the Schedules and SOFAs filed by the Debtors and should be referenced in connection with any review of the Schedules and SOFAs. Nothing contained in the Schedules and SOFAs shall constitute a waiver of any rights or claims of the Debtors against any third party, or in or with respect to any aspect of these Chapter 11 Cases.

1. **Amendments.** The Debtors reserve the right to amend or supplement the Schedules and SOFAs as necessary or appropriate.
2. **Asset Presentation.** Unless otherwise notes, each asset and liability of the Debtors is shown on the basis of the book value of the asset or liability in the Debtors’ books and records, as of October 23, 2020, and not on the basis of current market values of such interest in property or liabilities. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.
3. **Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors also reserve the right to change the allocation of liability to the extent additional information becomes available.

4. **Assets and Liabilities.** Intercompany balances exist among all Debtors. These may represent assets or liabilities depending on the Debtor and the corresponding intercompany Debtor. These have been excluded from the Schedules. These net to \$0 on a consolidated basis.
5. **Causes of Action.** Despite reasonable efforts, the Debtors might not have identified or set forth all of their causes of action against third parties as assets in their Schedules and SOFAs. The Debtors reserve any and all of their rights with respect to any causes of action they may have, and neither these General Notes nor the Schedules and SOFAs shall be deemed a waiver of any such causes of action.
6. **Claims Description.** Any failure to designate a claim on the Debtors' Schedules or SOFAs as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtors that such claim is not "disputed," "contingent" or "unliquidated." The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules and SOFAs as to amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as "disputed," "contingent" or "unliquidated" by filing and serving an appropriate amendment. The Debtors reserve the right to amend their Schedules or SOFAs as necessary or appropriate.
7. **Property and Equipment.** Owned property and equipment are listed at net book value. Additionally, all information set forth on the Schedules and SOFAs regarding owned equipment, merchandise and other physical assets of the Debtors is based upon the information set forth in the Debtors' books and records. The Debtors have not completed a recent physical inventory of any of their owned equipment, merchandise or other physical assets and any information set forth in the Schedules and SOFAs may be over or understated. Further, nothing in the Schedules or SOFAs (including, without limitation, the failure to list leased property or equipment as owned property or equipment) is or shall be construed as an admission as to the determination of legal status of any lease (including whether any lease is a true lease or financing arrangement), and the Debtors reserve all their rights with respect to such issues. For the purposes of Schedules B28 and B29, the value of certain assets with a net book value of zero may not be set forth on these particular Schedules. Schedule B29 assets primarily include leasehold improvements, building improvements and construction-in-progress.
8. **Insiders.** In the circumstances where the Bankruptcy Schedules require information regarding insiders or officers and directors, included herein are each Debtor's (a) directors (or persons in similar positions) and (b) officers. The listing of a party as an insider is not intended to be nor should it be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right or defense and all such rights, claims and defenses are hereby expressly reserved. Further, employees have been included in this disclosure for informational purposes only and should not be deemed to be "insiders" in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.
9. **Insiders.** Attached as an exhibit to these Global Notes is the known potential insider relationships.

- 10. Schedule D—Creditors Holding Secured Claims.** Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D all parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtors, or inchoate statutory lien rights. While reasonable efforts have been made, determination of the date upon which each claim in Schedule D was incurred or arose would be unduly and cost prohibitive, and therefore, the Debtors may not list a date for each claim listed on Schedule D.
- 11. Schedule D—Creditors Holding Secured Claims.** The Debtors’ prepetition credit facility was memorialized in that certain Second Amended and Restated Credit and Guaranty Agreement dated as of March 29, 2019 (the “Prepetition Credit Agreement”) by and among, among others, the Debtors, Goldman Sachs Specialty Lending Group, L.P., as Administrative Agent, Collateral Agent, Syndication Agent, Documentation Agent, and Lead Arranger (the “Prepetition Agent”), and the lenders party thereto from time to time (the “Prepetition Lenders”). Upon information and belief, the other Prepetition Lenders also included CRESTLINE SPECIALTY LENDING II, L.P American National Insurance Company and/or Goldman Sachs Bank USA. The Debtors have attempted to allocate the prepetition loan appropriately, but the actual ownership of the prepetition loan may be different. Where reference is made to “Goldman Sachs” or similar, this may also refer to all Prepetition Lenders collectively.
- 12. Schedule E—Creditors Holding Unsecured Priority Claims.** The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority under Section 507 of the Bankruptcy Code. The Debtors reserve the right to dispute the priority status of any claim on any basis. While reasonable efforts have been made, determination of the date upon which each claim in Schedule E was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtors may not list a date for each claim listed on Schedule E. Additionally, the Debtors have not included employee related priority claims that existed as of the Petition Date to the extent that such claims have been or are approved for payment pursuant to orders entered by the Bankruptcy Court.
- 13. Schedule F—Creditors Holding Unsecured Nonpriority Claims.** The liabilities identified in Schedule F are derived from the Debtors’ books and records, which may or may not, in fact, be completely accurate, but they do represent a reasonable attempt by the Debtors to set forth their unsecured obligations. Accordingly, the actual amount of claims against the Debtors may vary from the represented liabilities. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor’s allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and SOFAs. Parties in interest should consult their own professionals or advisors with respect to pursuing a claim. Although the Debtors and their professionals have generated financials the Debtors believe to be reasonable, actual liabilities (and assets) may deviate from the Schedules and SOFAs due to certain events that occur throughout the duration of these chapter 11 cases. The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may

be unknown or subject to dispute. Although reasonable efforts have been made to determine the date upon which claims listed in Schedule F was incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtors may not listed a date for each claim listed on Schedule F.

- 14. Schedule F—Creditors Holding Unsecured Nonpriority Claims.** On April 28, 2020, the Debtors received a \$10,000,000 loan allowed under the Coronavirus Aid, Relief, and Economic Security (CARES) Act of 2020 (the “PPP loan”) from Regions Bank. On October 21, 2020, the Debtors applied for loan forgiveness in the amount of \$7,303,720.91. On October 22, the Debtor repaid \$2,696,279.09. Out of the abundance of caution, the Debtor scheduled this \$7.3 million, but believe that it is entitled to forgiveness.
- 15. Schedule F—Creditors Holding Unsecured Nonpriority Claims.** Gift card liability of approximately \$6.7 million is presented in aggregate and not by gift card holder. Also, amount presented is gross and does not includes Debtors’ estimated breakage of \$3.8 million.
- 16. Schedule G—Executory Contracts.** While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G. The Debtors reserve all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor’s claim. The Debtors may be party to certain agreements that have expired by their terms, but all parties continue to operate under the agreement. Out of an abundance of caution, the Debtors have listed such agreements on Schedule G. The Debtors’ inclusion of such contracts or agreements on Schedule G is not an admission that such contract or agreement is an executory contract or unexpired lease. Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors’ rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such supplier or provider. The listing of any contract on Schedule G does not constitute an admission by the Debtors as to the validity of any such contract. The Debtors reserve the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

17. **Specific Notes.** These General Notes are in addition to the specific notes set forth in the individual Schedules and SOFAs. Disclosure of information in one Schedule, SOFA, exhibit, continuation sheet even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, SOFA, exhibit or continuation sheet.
18. **Totals.** All totals that are included in the Schedules represent totals of the liquidated amounts for the individual schedule for which they are listed.
19. **Unliquidated Claim Amounts.** Claim amounts that could not be fairly quantified by the Debtors are scheduled as “unliquidated” or “unknown.”
20. **General Reservation of Rights.** The Debtors specifically reserve the right to amend, modify, supply, correct, change or alter any part of their Schedules and SOFAs as and to the extent necessary as they deem appropriate.

EXHIBIT – INSIDER RELATIONSHIPS

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz	Brian Schultz, personally	OHAM Holdings, LLC	Equity holder in OHAM; board member in OHAM	
Virginia Schultz	Virginia Schultz, personally	OHAM Holdings, LLC	Equity holder in OHAM	Wife of Brian Schultz
Brian Schultz	Brian Schultz, personally	All	CEO, President, Manager and/or Secretary for all Debtors, as applicable	Also, indirect equity holder of all Debtors through OHAM
Brian Schultz, indirect equity holder in Reserve Capital -- Hidden Grove SPE LLC	Reserve Capital -- Hidden Grove SPE LLC	Studio Movie Grill Holdings, LLC	Landlord to SMG's Dallas, TX corporate office	Lease not in default (<i>assuming we pay Oct rent</i>)
Brian Schultz, equity holder in TNTF	TNTF, LLC	Movie Grill Concepts XXXIX, LLC	Landlord to SMG's Citrus Heights, CA location	Location in development; not a go-forward location
Brian Schultz, equity holder in TNTF	TNTF, LLC	Movie Grill Concepts XXXIV, LLC	Landlord to SMG's Richmond, TX (Aliana shopping center)	Location in development; not a go-forward location
Jon Schultz, equity holder in Elite Supply	Elite Supply Source Inc.	Multiple	Supplier of consumable products to SMG theaters	Brother of Brian Schultz
Brian Schultz	Brian Schultz, personally	Movie Grill Concepts VII, LLC	Personal guarantee of Brian Schultz for Lewisville	Counterparty and former landlord is STORE Master Funding III, LLC

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
			lease exit cost; approx. \$441K	
Brian Schultz		Studio Club IV, LLC	Possible Personal Guarantee	
Brian Schultz	Studio Club, LLC	Movie Grill Concepts I, Ltd.	Holder of TX ABC liquor permit for Plano	Permission granted by the entity to Studio Club, LLC through a Beverage Concession Management Agreement
Brian Schultz	Studio Club 4, LLC	All Texas locations other than Plano	Holder of TX ABC liquor permits	Permission granted by the entities to Studio Club 4, LLC through Beverage Concession Management Agreements
Brian Schultz		Movie Grill Concepts I, Ltd. d/b/a Studio Movie Grill	City mixed beverage permit for Plano SMG is listed as the license holder	City of Plano Mixed Beverage Permit – Plano
Brian Schultz		Studio Club, LLC d/b/a Studio Movie Grill	Holder of county liquor permit for Plano	Collin County mixed beverage permit -- Plano
Brian Schultz		Studio Movie Grill	Holder of city alcohol license	City of Arlington Alcoholic Beverage License - Arlington
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol permit	Tarrant County Alcoholic Beverage Permit – Arlington
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol permit	Harris County Alcoholic Beverage License/Permit Copperfield
Brian Schultz		Studio Movie Grill	Holder of city alcohol permit	City of Houston On-Premise Permit – City Centre
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol permit	Harris County Alcoholic Beverage License Permit – City Centre
Brian Schultz		Studio Movie Grill	Holder of city alcohol permit	Restaurant On-Premise Retail Permit Lewisville

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol permit	Denton County Alcoholic Beverage Permit - Lewisville
Brian Schultz		Studio Club 4, LLC / Brian Schultz	Holder of city alcohol permit	City of Dallas Beer/Wine/Liquor Local Fee Payment Receipt - Royal
Brian Schultz		Studio Club 4, LLC / Studio Movie Grill	Holder of county alcohol tax receipt	Dallas County Alcoholic Beverage Permit Tax
Brian Schultz		Movie Grill Concepts X, LLC	Holder of state alcohol permit	State liquor license for Scottsdale
Brian Schultz		Movie Grill Concepts X, LLC	Holder of city liquor license	City of Scottsdale liquor license
Brian Schultz		Movie Grill Concepts XII, LLC	Holder of state/dept of revenue liquor license	License to sell alcoholic beverages – Holcomb
Brian Schultz		Movie Grill Concepts XII, LLC	Holder of City of Roswell Alcohol license	Alcoholic Beverage License – Holcomb
Brian Schultz		Movie Grill Concepts XIII, LLC	Holder of state alcohol license	Retailer On-Premises License-Wheaton
Brian Schultz		Movie Grill Concepts XIII, LLC	Holder of city alcohol license	City Liquor License – Wheaton
Brian Schultz		Movie Grill Concepts XIV, LLC	Holder of state/dept. of revenue alcohol license – Duluth	License to sell alcoholic beverages – Duluth
Brian Schultz		Movie Grill Concepts XIV, LLC	Holder of county alcohol license – Duluth	Gwinnett County Alcoholic Beverage License - Duluth
Brian Schultz		Studio Movie Grill	Holder of city alcohol permit	City of Dallas alcohol payment receipt - Royal

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol tax receipt	Dallas Tax Office county alcohol receipt - Royal
Brian Schultz		Studio Movie Grill	Holder of city alcohol permit	City of Dallas alcohol payment receipt – Spring Valley
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol tax receipt	Dallas Tax Office county alcohol receipt – Spring Valley
Brian Schultz		Movie Grill Concepts XVII, LLC	Holder of alcohol license	Beer, wine and liquor restaurant permit – College Park/Indianapolis
Brian Schultz		Movie Grill Concepts XIX, LLC	Holder of alcoholic beverage license	CA ABC Alcoholic Beverage License – Simi Valley
Brian Schultz		Movie Grill Concepts XX, LLC	Holder of alcoholic beverage license	CA ABC Alcoholic Beverage License -- Rocklin
Brian Schultz		Studio Club 4, LLC	Holder of city alcohol license	City of Dallas beer wine liquor local fee payment receipt – Northwest Highway
Brian Schultz		Studio Club 4, LLC	Holder of county alcohol tax receipt	Dallas County alcoholic beverage permit tax – Northwest Highway
Brian Schultz		Studio Movie Grill Studio Club 4, LLC	Holder of county liquor permit	Smith County Alcoholic Beverage Receipt – Tyler
Brian Schultz		Studio Movie Grill	Holder of city alcohol fee	City of Tyler
Brian Schultz		Studio Club 4, LLC	Holder of city liquor receipt	City of Houston – Pearland
Brian Schultz		Studio Movie Grill Studio Club 4, LLC	Holder of Harris County liquor permit	Harris County Liquor Permit – Pearland
Brian Schultz		Movie Grill Concepts XXIV, LLC	Holder of Florida Alcohol Permit	Florida Consumption on Premises License - Tampa

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz		Movie Grill Concepts XXV, LLC / Studio Movie Grill	Holder of PLCB alcohol license	PA Liquor Control Board License – Upper Darby
Brian Schultz		Movie Grill Concepts XXVI, LLC	Holder of city liquor license	City of Chicago On-Premises License Certificate - Chatham
Virginia Schultz		Movie Grill Concepts XXVI, LLC	Holder of city liquor license	Betty was required to file an application even tough she has a small percentage. (Chatham)
Brian Schultz		Movie Grill Concepts XXVI, LLC / Studio Movie Grill	Holder of state liquor license	State of Illinois Retailer on Premises License - Chatham
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol license	Denton County Alcoholic Beverage Permit – The Colony
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county alcohol license	Tarrant County Alcoholic Beverage Permit - Colleyville
Brian Schultz		Studio Club 4, LLC / Studio Movie Grill	Holder of city alcohol license	City of Colleyville Alcoholic Beverage License
Brian Schultz		Movie Grill Concepts XXX / Studio Movie Grill	Holder of state alcohol license	State of Florida Consumption on Premises License – Sunset Walk
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of county AB permit	Tarrant County Alcoholic Beverage Permit – Lincoln Square
Brian Schultz		Studio Movie Grill / Studio Club 4, LLC	Holder of city alcohol permit	City of Arlington Alcoholic Beverage License – Lincoln Square
Brian Schultz		Movie Grill Concepts XXXII, LLC	Holder of NC ABC alcohol license	NC ABC alcohol license - Prosperity

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz		Studio Movie Grill / Movie Grill Concepts XXXII, LLC	Holder of city/ county beer/wine license	City of Charlotte/Mecklenburg County Privilege License – Beer/Wine - Prosperity
Brian Schultz		Movie Grill Concepts XXXV, LLC	Holder of state alcoholic beverage license	CA Alcoholic Beverage License - Bakersfield
Brian Schultz		Movie Grill Concepts XXXVI, LLC / Studio Movie Grill	Holder of state alcohol license	State of Florida Consumption on Premises License – Seminole
Brian Schultz		Movie Grill Concepts XXXVII, LLC	Holder of state alcohol license	State of CA Alcoholic Beverage License – Downey Each southern CA location shas its own separate alcohol license, even tough they have the same entity name
Brian Schultz		Movie Grill Concepts XXXVII, LLC	Holder of state alcohol license	State of CA Alcoholic Beverage License – Monrovia
Brian Schultz		Movie Grill Concepts XXXVII, LLC	Holder of state alcohol license	State of CA Alcoholic Beverage License -- Redlands
Brian Schultz		Movie Grill Concepts XXXVIII, LLC	Holder of state alcoholic beverage license	GA Dept. of Revenue License to sell alcoholic beverages – Marietta
Brian Schultz		Studio Movie Grill / Movie Grill Concepts XXXVIII, LLC	Holder of city alcohol license	City of Marietta Beer and Wine Consumption on Premises
Brian Schultz		Movie Grill Concepts XXXIX, LLC	Holder of application submitted for state alcohol license	State of CA Alcoholic Beverage License (permit) application is pending completion of project; alcohol license was purchased – Citrus Heights
Brian Schultz		Movie Grill Concepts XL, LLC	Holder of state alcoholic beverage license	State of CA Alcoholic Beverage License -- Glendale

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz		Movie Grill Concepts XLIII, LLC	Holder of pre-approved state alcohol license	Purchased a liquor license that is being held until we complete the project. Our application for a permit has been pre-approved. (Willow Grove)
Brian Schultz		Movie Grill Concepts XLV, LLC / Studio Movie Grill	Holder of state liquor license	VA ABC License – Hampton
Brian Schultz	Brian Schultz, Personally	All	Personal guarantee of Brian Schultz to Walt Disney Studios Motion Pictures	Continuing Guarantee
Brian Schultz	Brian Schultz, Personally	All	Personal guarantee of Brian Schultz to Twentieth Century Fox	Guaranty
Brian Schultz	Brian Schultz, Personally	All	Personal guarantee of Brian Schultz to Lionsgate	Continuing Personal Guarantee
Brian Schultz	Brian Schultz, Personally	All	Personal guarantee of Brian Schultz to Paramount	Personal Guaranty Letter
Brian Schultz	Brian Schultz, Personally	All	Personal guarantee of Brian Schultz to Sony Pictures Releasing	Guarantee Letter
Brian Schultz	Brian Schultz, Personally	All	Personal guarantee of Brian Schultz to Universal Film Exchanges	

Insider or Related Party	Relationship Entity	Debtor Entity(ies)	Nature of Relationship	Comments
Brian Schultz	Brian Schultz, Personally	Movie Grill Concepts IV, Ltd.	Personal Guarantee of Brian Schultz	Copperfield location lease
Brian Schultz	Brian Schultz, Personally	Movie Grill Concepts XIII, LLC	Personal Guarantee of Brian Schultz	Wheaton Location Lease
Brian Schultz	Brian Schultz, Personally	Movie Grill Concepts XX, LLC	Personal Guarantee of Brian Schultz	Rocklin Location Lease
Brian Schultz	Brian Schultz, Personally	All	CEO of all debtors	Towerbrook Securities Purchase Agreement, requires that Brian be CEO of all debtor entities and they have to consent to a change.

Fill in this information to identify the case:

Debtor name: Movie Grill Concepts XLIV, LLC

United States Bankruptcy Court for the: Northern District of Texas

Case number (if known): 20-32653

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year		Sources of revenue (Check all that apply)	Gross revenue (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From 1/1/2020 to 10/23/2020	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other: _____	\$70,457.64
For prior year:	From 1/1/2019 to 12/31/2019	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other: _____	\$ _____
For the year before that:	From 1/1/2018 to 12/31/2018	<input checked="" type="checkbox"/> Operating a business <input type="checkbox"/> Other: _____	\$ _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

		Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
From the beginning of the fiscal year to filing date:	From _____ to _____	_____	\$ _____
	From _____ to _____	_____	\$ _____
	From _____ to _____	_____	\$ _____

Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 04/01/2022 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. _____ _____ _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 04/01/2022 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ _____ _____	_____	\$ _____	_____
Relationship to debtor _____			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. _____ _____ _____	_____	_____	\$ _____

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ _____ _____ _____	_____ _____ Last 4 digits of account number: XXXX-_____	_____ _____	\$ _____

Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653****Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. DYCUS, ANDREA	CUT	Address Intentionally Omitted	<input checked="" type="checkbox"/> Pending
Case number			<input type="checkbox"/> On appeal
N/A			<input type="checkbox"/> Concluded

Case title	Nature of case	Court or agency's name and address	Status of case
7.2. LETTER FROM CTI SURFACES, INC. RE PRE-LIEN ADDRESSED TO STUDIO MOVIE GRILL, READY CONSTRUCTION, STREET LEVEL INVESTMENTS	SUB CLAIM	CTI SURFACES, INC. ATTN: JUDY GILLUM P.O. BOX 251425 PLANO TX 75025	<input checked="" type="checkbox"/> Pending
Case number			<input type="checkbox"/> On appeal
NONE			<input type="checkbox"/> Concluded

Case title	Nature of case	Court or agency's name and address	Status of case
7.3. PRE-LIEN ATTY LETTER ON BEHALF OF EASTERN PLUMBING SUPPLY COMPANY GP, LLC TO FILE AGAINST SEC CTR & MCP, LP, MOVIE GRILL CONCEPTS DBA STUDIO MOVIE GRILL	SUB CLAIM	MISTI L. BEANLAND, MATTHEWS, SHIELDS, KNOTT, EDEN, DAVIS & BEANLAND, L.L.P. 8131 LBJ FREEWAY SUITE 700 DALLAS TX 75251	<input checked="" type="checkbox"/> Pending
Case number			<input type="checkbox"/> On appeal
NONE			<input type="checkbox"/> Concluded

Case title	Nature of case	Court or agency's name and address	Status of case
7.4. PRE-LIEN LETTER FROM B&S WELDING STEEL ERECTION -- MOVIE GRILL CONCEPTS XLIV, LLC	SUB CLAIM	B&S WELDING STEEL ERECTION 5297 BIG SIX STREET SUITE C ALVARADO TX 76009	<input checked="" type="checkbox"/> Pending
Case number			<input type="checkbox"/> On appeal
NONE			<input type="checkbox"/> Concluded

Case title	Nature of case	Court or agency's name and address	Status of case
7.5. PRE-LIEN LETTER FROM ENNIS STEEL INDUSTRIES, INC. -- MOVIE GRILL CONCEPTS XLIV, LLC	SUB CLAIM	ENNIS STEEL INDUSTRIES, INC. P.O. BOX 1360 ENNIS TX 75120	<input checked="" type="checkbox"/> Pending
Case number			<input type="checkbox"/> On appeal
NONE			<input type="checkbox"/> Concluded

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Case title	Nature of case	Court or agency's name and address	Status of case
7.6. PRE-LIEN NOTICE SENT BY ACCURATE LIEN ON BEHALF OF SUNSTATE EQUIPMENT CO LLC - - SEC CTR & MCP LP AND STUDIO MOVIE GRILL	SUB CLAIM	SUNSTATE EQUIPMENT CO. 5552 E. WASHINGTON PHOENIX AZ 85034	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
Case number			
NONE			

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
8.1. _____	_____	\$ _____
_____	Case title	Court name and address
_____	_____	_____
_____	Case number	_____
_____	_____	_____
_____	Date of order or assignment	_____
_____	_____	_____

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____	_____	_____	\$ _____

Recipient's relationship to debtor			

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Date of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (<i>Schedule A/B: Assets – Real and Personal Property</i>).</p>		
10.1. _____	\$ _____	_____	\$ _____

Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____	_____	_____	\$ _____
Address			

Email or website address			

Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1. _____	_____	_____	\$ _____
Trustee			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address _____ _____ _____ _____			
Relationship to debtor _____			

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

	Address	Dates of occupancy
14.1.	<hr/>	From <hr/> To <hr/>
	<hr/>	
	<hr/>	
	<hr/>	

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 8: Healthcare Bankruptcies

15. Healthcare bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 — diagnosing or treating injury, deformity, or disease, or
 — providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ _____ _____ _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider _____ _____ _____ _____	How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

☐ No

☒ Yes. State the nature of the information collected and retained. CUSTOMER NAMES, PHONE NUMBERS, ADDRESS AND E-MAIL ADDRESSES FOR LOYALTY ACCOUNTS AND SPECIAL EVENT ACCOUNTS. FIRST 6 DIGITS AND LAST 4 DIGIT OF CREDIT CARD NUMBERS ON ALL CREDIT CARD TRANSACTIONS. WE DO NOT RETAIN COMPLETE CREDIT CARD NUMBERS

Does the debtor have a privacy policy about that information?

☐ No

☒ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?

☒ None. Go to Part 10.

☐ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☐ No

☐ Yes. Fill in below.

Name of plan	Employer identification number of the plan
	EIN: ____-____-____

Has the plan been terminated?

☐ No

☐ No

Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. _____ _____ _____ _____	XXX-_____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1. _____ _____ _____ _____	_____ _____ _____ _____	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1. _____ _____ _____ _____	_____ _____ _____ _____	_____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

	Owner's name and address	Location of the property	Description of the property	Value
21.1.	_____	_____	_____	\$ _____

Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653****Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1. _____	_____	_____	<input type="checkbox"/> Pending
Case number	_____		<input type="checkbox"/> On appeal
_____	_____		<input type="checkbox"/> Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1. _____	_____	_____	_____
_____	_____		
_____	_____		

24. Has the debtor notified any governmental unit of any release of hazardous material?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1. _____	_____	_____	_____
_____	_____		
_____	_____		

Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653****Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. _____ _____ _____ _____	_____	EIN: ____ - ____ - ____ Dates business existed From _____ To _____

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. DENISE LYTLE Address Intentionally Omitted	From 4/8/2019 To Present
Name and address	Dates of service
26a.2. RACHEL EVANS Address Intentionally Omitted	From 3/20/2017 To 2/22/2019
Name and address	Dates of service
26a.3. TED CROFT Address Intentionally Omitted	From 8/1/2011 To 7/3/2020

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. BAKER TILLY 2500 DALLAS PARKWAY, STE 300 PLANO TX 75093	From 01/2020 To Present
Name and address	Dates of service
26b.2. MONTGOMERY COSCIA GREILICH LLP 2500 DALLAS PARKWAY, STE 300 PLANO TX 75093	From 01/2011 To 12/2019

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. DENISE LYTLE Address Intentionally Omitted	_____

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Name and address

If any books of account and records are unavailable, explain why

26c.2. STUDIO MOVIE GRILL HOLDINGS, LLC
12404 PARK CENTRAL DRIVE, SUITE 400N
DALLAS TX 75251

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

26d.1. _____

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☐ No

☒ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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27.1. MATT LINDSEY 9/24/2020 \$26,365.58 (Cost Basis)

Name and address of the person who has possession of inventory records

CASEY HUDSON
5413 SIERRA SPRINGS LANE
FORT WORTH TX 76123

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

27.2. MATT LINDSEY 8/27/2020 \$27,018.52 (Cost Basis)

Name and address of the person who has possession of inventory records

CASEY HUDSON
5413 SIERRA SPRINGS LANE
FORT WORTH TX 76123

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name and address	Position	Nature of any interest	% of interest, if any
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28.1. BRIAN E. SCHULTZ 12404 PARK CENTRAL DRIVE, SUITE 400N DALLAS TX 75251	CEO, PRESIDENT, AND SECRETARY	N/A	N/A
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Debtor **Movie Grill Concepts XLIV, LLC**Case number (if known) **20-32653**

	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	STUDIO MOVIE GRILL HOLDINGS, LLC 12404 PARK CENTRAL DRIVE, SUITE 400N DALLAS TX 75251	PARENT CORP	COMMON STOCK	100.00%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No☒ Yes. Identify below.

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	TED CROFT Address Intentionally Omitted	CFO AND TREASURER	N/A	From 8/1/2011 To 7/3/2020

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below

	Name and address of recipient	Amount of money or value of property	Description of property	Dates	Reason for providing the value
30.1.	_____	\$ _____	_____	_____	_____

	Relationship to debtor				

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No☒ Yes. Identify below

	Name of the parent corporation	Employer Identification number of the parent corporation
31.1.	OHAM HOLDINGS, LLC	EIN: 83-4100966
	Name of the parent corporation	Employer Identification number of the parent corporation
31.2.	STUDIO MOVIE GRILL HOLDINGS, LLC	EIN: 45-3516546

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No

☐ Yes. Identify below

Name of the pension fund	Employer Identification number of the pension fund
32.1. _____	EIN: ____-____

Debtor **Movie Grill Concepts XLIV, LLC**

Case number (if known) **20-32653**

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/13/2020
MM/DD/YYYY

x

/s/ William K. Snyder

Signature of individual signing on behalf of debtor

William K. Snyder
Printed name

CRO
Position or relationship to debtor

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes